

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

IPLEARN, LLC,)
Plaintiff,)
v.) C.A. No. 11-825-LPS
WBT SYSTEMS LTD., *et al.*) **JURY TRIAL DEMANDED**
Defendants.)

**ANSWER, AFFIRMATIVE DEFENSES, AND COUNTERCLAIMS
OF NCS PEARSON, INC.**

NCS Pearson, Inc. (“Pearson”) demands a trial by jury on all issues so triable and, pursuant to Federal Rules of Civil Procedure 7, 8, 12, and 13, for its Answer, Affirmative Defenses and Counterclaims to IpLearn, LLC’s (“IpLearn”) First Amended Complaint for Patent Infringement pleads as follows:

JURISDICTION

1. Pearson admits that this action arises under the patent laws of the United States and that this Court has jurisdiction over the subject matter of this case.
2. Pearson admits that it is subject to this Court’s personal jurisdiction. Pearson denies that it has committed any acts of infringement and denies all other allegations contained in Paragraph 2 of IpLearn’s Complaint pertaining in any way to Pearson. As to allegations regarding any other defendant, Pearson is without knowledge or information sufficient to enable it to admit or deny those allegations contained in Paragraph 2 of IpLearn’s Complaint and therefore denies same.

VENUE

3. Pearson admits that venue is proper in this judicial district. Pearson denies that it has committed any acts of infringement in this district (or elsewhere) and denies all other allegations contained in Paragraph 3 of IpLearn's Complaint pertaining in any way to Pearson. As to allegations regarding any other defendant, Pearson is without knowledge or information sufficient to enable it to admit or deny those allegations contained in Paragraph 3 of IpLearn's Complaint and therefore denies same.

THE PARTIES

4. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 4 of IpLearn's Complaint and therefore denies same.

5. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 5 of IpLearn's Complaint and therefore denies same.

6. The allegations of Paragraph 6 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 6 of IpLearn's Complaint and therefore denies same.

7. The allegations of Paragraph 7 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 7 of IpLearn's Complaint and therefore denies same.

8. The allegations of Paragraph 8 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 8 of IpLearn's Complaint and therefore denies same.

9. The allegations of Paragraph 9 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 9 of IpLearn's Complaint and therefore denies same.

10. The allegations of Paragraph 10 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 10 of IpLearn's Complaint and therefore denies same.

11. The allegations of Paragraph 11 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 11 of IpLearn's Complaint and therefore denies same.

12. The allegations of Paragraph 12 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 12 of IpLearn's Complaint and therefore denies same.

13. The allegations of Paragraph 13 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 13 of IpLearn's Complaint and therefore denies same.

14. The allegations of Paragraph 14 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 14 of IpLearn's Complaint and therefore denies same.

15. The allegations of Paragraph 15 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 15 of IpLearn's Complaint and therefore denies same.

16. The allegations of Paragraph 16 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 16 of IpLearn's Complaint and therefore denies same.

17. The allegations of Paragraph 17 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 17 of IpLearn's Complaint and therefore denies same.

18. Pearson is a Delaware corporation with a place of business is located at 5601 Green Valley Drive, Bloomington, MN 55437-1099. Pearson admits that it develops and sells its LearningStudio and NovaNET products. Pearson denies that it has committed any acts of infringement and denies all other allegations contained in Paragraph 18 of IpLearn's Complaint pertaining in any way to Pearson.

19. The allegations of Paragraph 19 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 19 of IpLearn's Complaint and therefore denies same.

20. The allegations of Paragraph 20 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 20 of IpLearn's Complaint and therefore denies same.

21. The allegations of Paragraph 21 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 21 of IpLearn's Complaint and therefore denies same.

22. The allegations of Paragraph 22 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 22 of IpLearn's Complaint and therefore denies same.

COUNT I

(INFRINGEMENT OF U.S. PATENT NO. 6,685,478)

23. Pearson incorporates herein by reference its responses to Paragraphs 1-22 above as if fully restated in this Paragraph.

24. The allegations of Paragraph 24 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 24 of IpLearn's Complaint and therefore denies same.

25. The allegations of Paragraph 25 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 25 of IpLearn's Complaint and therefore denies same.

26. The allegations of Paragraph 26 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 26 of IpLearn's Complaint and therefore denies same.

27. The allegations of Paragraph 27 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 27 of IpLearn's Complaint and therefore denies same.

COUNT II

(INFRINGEMENT OF U.S. PATENT NO. 6,213,780)

28. Pearson incorporates herein by reference its responses to Paragraphs 1-22 above as if fully restated in this Paragraph.

29. The allegations of Paragraph 29 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 29 of IpLearn's Complaint and therefore denies same.

30. The allegations of Paragraph 30 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 30 of IpLearn's Complaint and therefore denies same.

31. The allegations of Paragraph 31 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 31 of IpLearn's Complaint and therefore denies same.

32. The allegations of Paragraph 32 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 32 of IpLearn's Complaint and therefore denies same.

33. The allegations of Paragraph 33 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 33 of IpLearn's Complaint and therefore denies same.

34. The allegations of Paragraph 34 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 34 of IpLearn's Complaint and therefore denies same.

35. The allegations of Paragraph 35 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 35 of IpLearn's Complaint and therefore denies same.

36. The allegations of Paragraph 36 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 36 of IpLearn's Complaint and therefore denies same.

37. The allegations of Paragraph 37 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 37 of IpLearn's Complaint and therefore denies same.

38. The allegations of Paragraph 38 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 38 of IpLearn's Complaint and therefore denies same.

39. The allegations of Paragraph 39 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 39 of IpLearn's Complaint and therefore denies same.

40. The allegations of Paragraph 40 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 40 of IpLearn's Complaint and therefore denies same.

COUNT III

(INFRINGEMENT OF U.S. PATENT NO. 6,118,973)

41. Pearson incorporates herein by reference its responses to Paragraphs 1-22 above as if fully restated in this Paragraph.

42. The allegations of Paragraph 42 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 42 of IpLearn's Complaint and therefore denies same.

43. The allegations of Paragraph 43 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 43 of IpLearn's Complaint and therefore denies same.

44. The allegations of Paragraph 44 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 44 of IpLearn's Complaint and therefore denies same.

45. The allegations of Paragraph 45 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 45 of IpLearn's Complaint and therefore denies same.

COUNT IV

(INFRINGEMENT OF U.S. PATENT NO. 6,688,888)

46. Pearson incorporates herein by reference its responses to Paragraphs 1-22 above as if fully restated in this Paragraph.

47. Pearson admits that on February 10, 2004, U.S. Patent No. 6,688,888 ("the '888 patent"), entitled "Computer-Aided Learning System and Method," issued to Chi Fai Ho and Peter P. Tong. Pearson denies that the '888 patent is valid and enforceable. Pearson is without knowledge or information sufficient to enable it to admit or deny the remaining allegations contained in Paragraph 47 of IpLearn's Complaint and therefore denies same.

48. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 48 of IpLearn's Complaint and therefore denies same.

49. The allegations of Paragraph 49 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 49 of IpLearn's Complaint and therefore denies same.

50. The allegations of Paragraph 50 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 50 of IpLearn's Complaint and therefore denies same.

51. The allegations of Paragraph 51 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 51 of IpLearn's Complaint and therefore denies same.

52. The allegations of Paragraph 52 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 52 of IpLearn's Complaint and therefore denies same.

53. The allegations of Paragraph 53 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 53 of IpLearn's Complaint and therefore denies same.

54. The allegations of Paragraph 54 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 54 of IpLearn's Complaint and therefore denies same.

55. Pearson admits that it makes, uses, sells, offers for sale, imports into the United States and/or exports from the United States its LearningStudio and NovaNET products. Pearson denies that it has committed any acts of direct or indirect infringement and denies any other allegations contained in Paragraph 55 of IpLearn's Complaint.

56. The allegations of Paragraph 56 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 56 of IpLearn's Complaint and therefore denies same.

57. Pearson denies that it has committed any acts of either direct or indirect infringement and denies all other allegations contained in Paragraph 57 of IpLearn's Complaint pertaining in any way to Pearson. As to allegations regarding any other defendant, Pearson is without knowledge or information sufficient to enable it to admit or deny those allegations contained in Paragraph 57 of IpLearn's Complaint and therefore denies same.

COUNT V

(INFRINGEMENT OF U.S. PATENT NO. 5,779,486)

58. Pearson incorporates herein by reference its responses to Paragraphs 1-22 above as if fully restated in this Paragraph.

59. Pearson admits that on July 14, 1998, U.S. Patent No. 5,779,486 ("the '486 patent"), entitled "Methods and Apparatus to Assess and Enhance a Student's Understanding in a Subject," issued to Chi Fai Ho and Peter P. Tong. Pearson denies that the '486 patent is valid and enforceable. Pearson is without knowledge or information sufficient to enable it to admit or deny the remaining allegations contained in Paragraph 59 of IpLearn's Complaint and therefore denies same.

60. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 60 of IpLearn's Complaint and therefore denies same.

61. The allegations of Paragraph 61 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 61 of IpLearn's Complaint and therefore denies same.

62. The allegations of Paragraph 62 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 62 of IpLearn's Complaint and therefore denies same.

63. The allegations of Paragraph 63 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 63 of IpLearn's Complaint and therefore denies same.

64. The allegations of Paragraph 64 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 64 of IpLearn's Complaint and therefore denies same.

65. The allegations of Paragraph 65 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 65 of IpLearn's Complaint and therefore denies same.

66. The allegations of Paragraph 66 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 66 of IpLearn's Complaint and therefore denies same.

67. Pearson admits that it makes, uses, sells, offers for sale, imports into the United States and/or exports from the United States its LearningStudio and NovaNET products. Pearson denies that it has committed any acts of direct or indirect infringement and denies any other allegations contained in Paragraph 67 of IpLearn's Complaint.

68. The allegations of Paragraph 68 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 68 of IpLearn's Complaint and therefore denies same.

69. Pearson denies that it has committed any acts of infringement and denies all other allegations contained in Paragraph 69 of IpLearn's Complaint pertaining in any way to Pearson. As to allegations regarding any other defendant, Pearson is without knowledge or information sufficient to enable it to admit or deny those allegations contained in Paragraph 69 of IpLearn's Complaint and therefore denies same.

COUNT VI

(INFRINGEMENT OF U.S. PATENT NO. 6,398,556)

70. Pearson incorporates herein by reference its responses to Paragraphs 1-22 above as if fully restated in this Paragraph.

71. The allegations of Paragraph 71 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 71 of IpLearn's Complaint and therefore denies same.

72. The allegations of Paragraph 72 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 72 of IpLearn's Complaint and therefore denies same.

73. The allegations of Paragraph 73 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 73 of IpLearn's Complaint and therefore denies same.

74. The allegations of Paragraph 74 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 74 of IpLearn's Complaint and therefore denies same.

75. The allegations of Paragraph 75 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 75 of IpLearn's Complaint and therefore denies same.

76. The allegations of Paragraph 76 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 76 of IpLearn's Complaint and therefore denies same.

77. The allegations of Paragraph 77 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 77 of IpLearn's Complaint and therefore denies same.

78. The allegations of Paragraph 78 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 78 of IpLearn's Complaint and therefore denies same.

79. The allegations of Paragraph 79 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 79 of IpLearn's Complaint and therefore denies same.

80. The allegations of Paragraph 80 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 80 of IpLearn's Complaint and therefore denies same.

81. The allegations of Paragraph 81 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 81 of IpLearn's Complaint and therefore denies same.

82. The allegations of Paragraph 82 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 82 of IpLearn's Complaint and therefore denies same.

83. The allegations of Paragraph 83 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 83 of IpLearn's Complaint and therefore denies same.

84. The allegations of Paragraph 84 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 84 of IpLearn's Complaint and therefore denies same.

85. The allegations of Paragraph 85 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 85 of IpLearn's Complaint and therefore denies same.

86. The allegations of Paragraph 86 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 86 of IpLearn's Complaint and therefore denies same.

87. The allegations of Paragraph 87 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 87 of IpLearn's Complaint and therefore denies same.

88. The allegations of Paragraph 88 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 88 of IpLearn's Complaint and therefore denies same. .

COUNT VII

(INFRINGEMENT OF U.S. PATENT NO. RE38,432)

89. Pearson incorporates herein by reference its responses to Paragraphs 1-22 above as if fully restated in this Paragraph.

90. The allegations of Paragraph 90 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 90 of IpLearn's Complaint and therefore denies same.

91. The allegations of Paragraph 91 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 91 of IpLearn's Complaint and therefore denies same.

92. The allegations of Paragraph 92 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 92 of IpLearn's Complaint and therefore denies same.

93. The allegations of Paragraph 93 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 93 of IpLearn's Complaint and therefore denies same.

94. The allegations of Paragraph 94 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 94 of IpLearn's Complaint and therefore denies same.

95. The allegations of Paragraph 95 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 95 of IpLearn's Complaint and therefore denies same.

COUNT VIII

(INFRINGEMENT OF U.S. PATENT NO. RE39,942)

96. Pearson incorporates herein by reference its responses to Paragraphs 1-22 above as if fully restated in this Paragraph.

97. The allegations of Paragraph 97 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 97 of IpLearn's Complaint and therefore denies same.

98. The allegations of Paragraph 98 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 98 of IpLearn's Complaint and therefore denies same.

99. The allegations of Paragraph 99 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 99 of IpLearn's Complaint and therefore denies same.

100. The allegations of Paragraph 100 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 100 of IpLearn's Complaint and therefore denies same.

COUNT IX

(INFRINGEMENT OF U.S. PATENT NO. 6,126,448)

101. Pearson incorporates herein by reference its responses to Paragraphs 1-22 above as if fully restated in this Paragraph.

102. The allegations of Paragraph 102 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 102 of IpLearn's Complaint and therefore denies same.

103. The allegations of Paragraph 103 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 103 of IpLearn's Complaint and therefore denies same.

104. The allegations of Paragraph 104 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 104 of IpLearn's Complaint and therefore denies same.

105. The allegations of Paragraph 105 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 105 of IpLearn's Complaint and therefore denies same.

106. The allegations of Paragraph 106 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 106 of IpLearn's Complaint and therefore denies same.

107. The allegations of Paragraph 107 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 107 of IpLearn's Complaint and therefore denies same.

108. The allegations of Paragraph 108 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 108 of IpLearn's Complaint and therefore denies same.

109. The allegations of Paragraph 109 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 109 of IpLearn's Complaint and therefore denies same.

110. The allegations of Paragraph 110 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 110 of IpLearn's Complaint and therefore denies same.

111. The allegations of Paragraph 111 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 111 of IpLearn's Complaint and therefore denies same.

112. The allegations of Paragraph 112 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 112 of IpLearn's Complaint and therefore denies same.

113. The allegations of Paragraph 113 are not directed to Pearson. Pearson is without knowledge or information sufficient to enable it to admit or deny the allegations contained in Paragraph 113 of IpLearn's Complaint and therefore denies same.

IPLEARNS PRAYER FOR RELIEF

Pearson denies any express or implied allegations of IpLearn's Complaint not otherwise responded to, and denies that IpLearn is entitled to any relief requested in its Prayer for Relief.

AFFIRMATIVE DEFENSES

Pearson alleges and asserts the following defenses in response to the allegations by IpLearn, undertaking the burden of proof only as to those defenses deemed affirmative defenses by law, regardless of how such defenses are denominated herein.

FIRST AFFIRMATIVE DEFENSE

IpLearn fails to allege sufficient facts to state a cause of action and fails to state a claim upon which relief may be granted.

SECOND AFFIRMATIVE DEFENSE

Pearson has not infringed and is not infringing, either directly or indirectly, any valid and enforceable claim of the '888 patent, either literally or under the doctrine of equivalents.

THIRD AFFIRMATIVE DEFENSE

Some or all of the claims of the '888 patent are invalid under one or more provisions of Title 35, United States Code, including, but not limited to sections 101, 102, 103, 112, 120 and/or 256.

FOURTH AFFIRMATIVE DEFENSE

Pearson has not infringed and is not infringing, either directly or indirectly, any valid and enforceable claim of the '486 patent, either literally or under the doctrine of equivalents.

FIFTH AFFIRMATIVE DEFENSE

Some or all of the claims of the '486 patent are invalid under one or more provisions of Title 35, United States Code, including, but not limited to sections 101, 102, 103, 112, 120 and/or 256.

SIXTH AFFIRMATIVE DEFENSE

Some or all of IpLearn's claims are barred by one or more of the equitable doctrines of waiver, acquiescence, laches, and unclean hands.

SEVENTH AFFIRMATIVE DEFENSE

IpLearn's claims for relief are barred, in whole or in part, by the doctrine of prosecution history estoppel.

EIGHT AFFIRMATIVE DEFENSE

IpLearn improperly joined the claims and parties in this action under Rule 20 of the Federal Rules of Civil Procedure because there are questions of law or fact that are not common

to all the defendants, and the Complaint should be dismissed, or, in the alternative, the claims against Pearson should be severed for trial.

NINTH AFFIRMATIVE DEFENSE

The provisions of 35 U.S.C. § 286 preclude IpLearn from seeking recovery for any of Pearson's allegedly infringing acts occurring more than six years before the filing of the Complaint.

TENTH AFFIRMATIVE DEFENSE

The provisions of 35 U.S.C. § 287 limit IpLearn's claim for damages, if any, against Pearson.

ELEVENTH AFFIRMATIVE DEFENSE

The provisions of 35 U.S.C. § 288 preclude IpLearn's claim for costs, if any, against Pearson.

TWELFTH AFFIRMATIVE DEFENSE

The provisions of 28 U.S.C. § 1498 limit IpLearn's claim for damages, if any, against Pearson.

THIRTEENTH AFFIRMATIVE DEFENSE

IpLearn lacks standing to bring the claims asserted in the Complaint.

SHAW KELLER LLP

/s/ Andrew E. Russell

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Dated: November 28, 2011